

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:)	Chapter 11
)	
W.R. Grace & Co., <u>et al.</u> ,)	Case No. 01-01139 (JKF)
)	(Jointly Administered)
)	
Debtors.)	Objection Deadline: September 30, 2004 Hearing Date: December 20, 2004 @ 12:00 PM

**NOTICE OF FILING OF THIRTEENTH INTERIM QUARTERLY APPLICATION
OF RICHARDSON PATRICK WESTBROOK & BRICKMAN FOR
COMPENSATION FOR SERVICES AND REIMBURSEMENT OF EXPENSES
AS ZAI LEAD SPECIAL COUNSEL FOR THE INTERIM PERIOD
FROM APRIL 1, 2004 THROUGH JUNE 30, 2004¹**

TO: United States Trustee Counsel to the Official Committee Of Unsecured Creditors	Parties Requesting Notice Pursuant to Bankruptcy Rule 2002
--	---

Elzufon, Austin, Reardon, Tarlov & Mondell, P.A., Delaware counsel to the ZAI Claimants, has filed the Thirteenth Interim Quarterly Application of Richardson Patrick Westbrook & Brickman for Compensation for Services and Reimbursement of Expenses as ZAI Lead Special Counsel for the Interim Period from April 1, 2004 through June 30, 2004, seeking fees in the amount of \$29,557.50 and expenses in the amount of \$0.00 (the "Thirteenth Quarterly Application").

Objections or responses to the Thirteenth Quarterly Application, if any, must be made in writing, filed with the United States Bankruptcy Court for the District of Delaware, Marine Midland Plaza, 824 Market Street, 6th Floor, Wilmington, Delaware 19801, on or before December 20, 2004 at 12:00 p.m. Eastern Daylight Time.

¹ RPWB became counsel in this matter over a year after it was filed. To conform with the titles of the quarterly applications being filed by the firms who have been in the case since its inception, RPWB is titling this the "Thirteenth" Interim Quarterly Application, (although it is actually RPWB's eighth such application).

At the same time, you must also serve a copy of the objections or responses, if any upon the following: (i) the Debtors: David B. Siegel, Senior Vice President and General Counsel, W.R. Grace & Co., et al., 7500 Grace Drive, Columbia Maryland 21044; and via e-mail in PDF format to william.sparks@grace.com (ii) Co-counsel to Debtors: Laura Davis Jones, Esquire, Pachulski, Stang, Ziehl, Young & Jones P.C., 919 North Market Street, 16th Floor, P.O. Box 8705, Wilmington, Delaware 19899-8705 (courier 19801) (fax 302-652-4400) and James H.M. Sprayregen, Esquire, Kirkland & Ellis, 200 East Randolph Drive, Chicago, Illinois 60601 (fax 312-861-2200), and via email in PDF format to james_kapp@chicago.kirkland.com, and dcarrickhoff@pszyj.com; (iii) counsel to the Official Committee of Unsecured Creditors, Lewis Kruger, Esquire, Stroock & Stroock & Lavan, 180 Maiden Lane, New York, New York 10038-4982 (fax number 212-806-6006), and Michael R. Lastowski, Esquire, Duane, Morris & Heckscher, LLP, 1100 N. Market Street, Suite 1200, Wilmington, Delaware 19801-1246 (fax number 302-657-4901); (iv) counsel to the Official Committee of Asbestos Property Damage Claimants, Scott L. Baena, Esquire, Bilzin, Sumberg, Dunn, Baena, Price & Axelrod, First Union Financial Center, 200 South Biscayne Boulevard, Suite 2500, Miami, Florida 33131 (fax number 305-374-7593), and Michael B. Joseph, Esquire, Ferry & Joseph, P.A. 824 Market Street, Suite 904, P.O. Box 1351, Wilmington, Delaware 19899 (fax number 302-575-1714); (v) counsel to the Official Committee of Personal Injury Claimants, Elihu Inselbuch, Esquire, Caplin & Drysdale, 399 Park Avenue, 36th Floor, New York, New York 10022 (fax number 212-644-6755), and Matthew G. Zaleski, III, Esquire, Campbell & Levine, LLC, Chase Manhattan Centre, 15th Floor, 1201 Market Street, Suite 1500, Wilmington, Delaware 19801 (fax number 302-426-9947); (vi) the Official Committee of Equity Holders, Philip Bentley, Esquire, Kramer Levin Naftalis & Frankel LLP, 919 Third Avenue, New York, New York

10022 (fax number 212-715-8000) and Teresa K.D. Currier, Esq., Klett Rooney Lieber & Schorling, 1000 West Street, Suite 1410, Wilmington DE 19801 (fax 301-552-4295) and (for committees) via email in PDF format to rserrette@stroock.com, mlastowski@duanemorris.com, jsakalo@bilzin.com, ttaconelli@ferryjoseph.com, pvn1@capdale.com, mgz@del.camlev.com, pbentley@krarnerlevin.com, currier@klettrooney.com and jwaxman@klettrooney.com; (vii) counsel to the DIP Lenders, J. Douglas Bacon, Esquire, Latham & Watkins, Sears Tower, Suite 5800, Chicago, Illinois 60606 (fax number 312-993-9767), and Steven M. Yoder, Esquire, The Bayard Firm, 222 Delaware Avenue, Suite 900, P.O. Box 25130, Wilmington, Delaware 19899 (fax number 302-658-6395) and via email in PDF format to syoder@bayardfirm.com; david.heller@lw.com and carol.hennessey@lw.com; (viii) the fee auditor, Warren H. Smith, Warren H. Smith and Associates, 900 Jackson Street, 120 Founders Square, Dallas TX 75202 and via email in a non-PDF format such as Excel, Microsoft Word or WordPerfect to whsmith@whsmithlaw.com and (ix) the Office of the United States Trustee, Attn: Frank J. Perch, Esquire, 844 N. King Street, Suite 2311, Wilmington, Delaware 19801 (fax number 302-573-6497).

A hearing on the Thirteenth Quarterly Application will be held before the Honorable Judith K. Fitzgerald on December 20, 2004 at 12:00 P.M., or as soon thereafter as is convenient for the Court.

IF YOU FAIL TO RESPOND OR OBJECT IN ACCORDANCE WITH THIS NOTICE, THE COURT MAY GRANT THE RELIEF REQUESTED IN THE APPLICATION WITHOUT FURTHER NOTICE OR HEARING.

Dated: September 10, 2004
Wilmington, Delaware

ELZUFON AUSTIN REARDON
TARLOV & MONDELL, P.A.

/s/ William D. Sullivan

William D. Sullivan (Bar No. 2820)
300 Delaware Avenue, Suite 1700
P.O. Box 1630
Wilmington, DE 19899-1630
Telephone: (302) 428-3181
Facsimile: (302) 428-3180

Local Counsel for ZAI Claimants

and

Edward J. Westbrook
RICHARDSON PATRICK WESTBROOK &
BRICKMAN
174 East Bay Street
Charleston, SC 29401
Telephone: (843) 727-6513
FAX: (843) 727-6688

Lead Counsel for ZAI Claimants

CERTIFICATE OF SERVICE

I, William D. Sullivan, Esquire, hereby certify that on September 10, 2004, service of the foregoing *Notice of Filing of Thirteenth Quarterly Fee Application* was made upon the parties on the attached service list by Hand Delivery and/or First Class Mail.

I certify the foregoing to be true and correct under the penalty of perjury.

September 10, 2004

Dated

/s/ William D. Sullivan

William D. Sullivan